

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11  
: :  
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
: Debtors. : (Jointly Administered)  
: :  
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ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR.  
P. 9018 AUTHORIZING DEBTORS TO FILE CERTAIN  
EXHIBITS AND SCHEDULES TO AMENDED AND RESTATED  
GLOBAL SETTLEMENT AGREEMENT AND MASTER  
RESTRUCTURING AGREEMENT WITH GM COMPONENTS  
HOLDINGS, LLC, GENERAL MOTORS CORPORATION,  
AND PARNASSUS HOLDINGS II, LLC UNDER SEAL

("MDA SEALING ORDER")

Upon the ex parte application, dated June 15, 2009 (the "Application"), as supplemented by the supplemental ex parte application, dated July 2, 2009 (the "Supplemental Application"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018 authorizing Debtors to file certain exhibits and schedules to the Master Disposition Agreement (the "MDA") with GM Components Holdings, LLC, General Motors Corporation, and Parnassus Holdings II, LLC (the "Buyers") under seal; and it appearing that pursuant to Fed. R. Bankr. P. 9018 no notice of the relief requested in the Application and Supplemental Application need be provided; and this Court having determined that the relief requested in the Application and Supplemental Application is in

the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application, as supplemented by the Supplemental Application, is GRANTED.

2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, Delphi is authorized to file the exhibits and schedules to the MDA listed on Attachment 1 hereto (the "Exhibits and Schedules") under seal.

3. The Exhibits and Schedules (and any information derived therefrom) shall remain confidential, be filed under seal, and shall be served on and made available only to (a) the United States Trustee for the Southern District of New York, (b) counsel to the official committee of unsecured creditors, and (c) such other parties as may be ordered by this Court after imposition of appropriate confidentiality restrictions or as may be agreed to in writing by the Debtors and the Buyers.

4. Except as otherwise agreed to by the Debtors and the Buyers, any pleadings filed by a third party in these cases that reference or disclose any of the information contained in the Exhibits and Schedules shall be filed under seal and served only on those parties authorized to receive the Exhibits and Schedules as provided for in paragraph 3 of this order.

5. This Court retains jurisdiction to enforce this order and the confidentiality of the Exhibits and Schedules and the sensitive information contained therein, including the authority to impose sanctions on any person or entity which violates this order.

Dated: New York, New York  
July , 2009

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UNITED STATES BANKRUPTCY JUDGE

## **Attachment 1**

### **Exhibits To MDA To Be Filed Under Seal\***

Schedule 1*	Detail of Sellers and GM Buyers
Schedule 1.1.A	Assumed Administrative Liabilities
Schedule 1.1.C	Steering Products
Schedule 1.1.D	Excluded Insurance Policies
Schedule 1.1.D.1	Patents
Schedule 1.1.D.2	Trademarks Rights
Schedule 1.1.D.3	Copyrights
Schedule 1.1.E	Transferred Insurance Policies
Schedule 2*	Detail of Sellers and Company Buyer
Schedule 2.1.5.F	Excluded Facilities
Schedule 2.1.5.J	Pending Transactions
Schedule 2.1.5.K*	Other Excluded Assets
Schedule 2.3.1*	Administrative Claims
Schedule 4.3.1*	Sale Companies and JV Companies
Schedule 4.3.2*	Capital Stock
Schedule 4.6.2*	Licenses to Affiliates
Schedule 4.6.3	Infringement and Allegations of Infringement of Third Party Intellectual Property
Schedule 4.6.4	Infringement of the Purchased Intellectual Property
Schedule 4.6.5	Intellectual Property Notices
Schedule 4.8.1	GM Leased Real Property
Schedule 4.8.2	GM Owned Real Property
Schedule 4.9.1.	Historical Financial Statements
Schedule 4.9.2	Financial Statement Exceptions
Schedule 4.10*	Compliance with Laws
Schedule 4.12.1	Tax Returns
Schedule 4.12.3	Tax Deficiencies

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\* Not previously listed on proposed order in respect of June 15, 2009 application to file certain MDA exhibits and schedules under seal (Docket No. 17014).

Schedule 4.12.5	Tax Liens
Schedule 4.12.6	Tax Waivers or Extensions
Schedule 4.13.1	Employee List
Schedule 4.13.5	Proceedings Relating to Employee Benefit Plan
Schedule 4.13.6	Employee Benefit Plan/No Material Liability or Encumbrance under Title IV of ERISA
Schedule 4.13.8	Welfare Benefits
Schedule 4.13.9	Contributions to Seller Employee Benefit Plan
Schedule 4.13.12	No Threatened Labor Stoppage
Schedule 4.14.1*	Material Contracts
Schedule 4.14.2*	Default/Post-Petition Contracts
Schedule 4.15*	Environmental Matters
Schedule 4.16	Insurance Policies
Schedule 9.9.1.A*	Excepted Shared Intellectual Property
Schedule 9.9.1.B	Steering Excluded Products
Schedule 9.9.10	Facilities Separation & Relocation Plan
Schedule 9.10	Shared Items Transferred to Buyers
Schedule 9.20.1(i)*	Mexico LTA – Rio Bravo Electricos S.A. de C.V.
Schedule 9.20.1(ii)*	Mexico LTA – Alambrados y Circuitos Electricos, S.A. de C.V.
Schedule 9.20.1(iii)*	México LTA – Delphi Ensamble de Cables y Componentes, S. de R.L. de CV.
Schedule 9.20.2*	Post-Closing Mexico Utility Contracts
Exhibit 1.2	Operating Agreement
Exhibit 3.1.1.F	Wind Up Costs
Exhibit 9.9.1	GM IP License Agreement
Exhibit 9.9.3	Company IP License Agreement
Exhibit 9.9.4	Pending Transaction IP License Agreement
Exhibit 9.22	Novation Letter
Exhibit 9.29A	Form of Environmental Privilege Waivers
Exhibit 9.29.B*	Form of Privilege Waivers
Exhibit 11.2.1.A	Somerton, Australia Transfer and Variation of Lease (Assignment and

	Assumption Agreement)
Exhibit 11.2.1.B	Paris Technical Center Sublease
Exhibit 11.2.1.C	Casa Grande Sublease
Exhibit 11.2.2.A.1	U.S. Patent Assignment (Delphi Technologies)
Exhibit 11.2.2.A.2	EP Jointly Held Patent Applications Assignment (Delphi Technologies)
Exhibit 11.2.2.A.3	EP Solely Owned Patent Applications Assignment (with Annex 1) (Delphi Technologies)
Exhibit 11.2.2.A.4	DE Patents Assignment (Delphi France)
Exhibit 11.2.2.A.5	ES Patents Assignment (Delphi France)
Exhibit 11.2.2.A.6	FR Patents Assignment (Delphi France)
Exhibit 11.2.2.A.7	GB Patents Assignment (Delphi France)
Exhibit 11.2.2.A.8	IT Patents Assignment (Delphi France)
Exhibit 11.2.2.A.9	U.S. Patent Assignment (Delphi France)
Exhibit 11.2.2.A.10	AU Patent Assignment (Delphi Technologies)
Exhibit 11.2.2.A.11	BR Patent Assignment (Delphi Technologies)
Exhibit 11.2.2.A.12	CN Patent Assignment (Delphi Technologies)
Exhibit 11.2.2.A.13	HK Patent Assignment (Delphi Technologies)

Exhibit 11.2.2.A.14	IN Patent Assignment (Delphi Technologies)
Exhibit 11.2.2.A.15	JP Patent Assignment (Delphi Technologies)
Exhibit 11.2.2.A.16	KP Patent Assignment (Delphi Technologies)
Exhibit 11.2.2.B	Omnibus Trademark Assignment (Delphi Technologies)
Exhibit 11.2.2.C	Copyright Assignment (Delphi Technologies)
Exhibit 11.2.3.A	France Asset Sale Agreement
Exhibit 11.2.3.B	Australia Asset Sale Agreement
Exhibit 11.2.3.C	India Asset Sale Agreement
Exhibit 11.2.3.D	Germany Asset Sale Agreement
Exhibit 11.2.3.E	Italy Asset Sale Agreement
Exhibit 11.2.3.F	Korea Asset Sale Agreement
Exhibit 11.2.3.G	Japan Asset Sale Agreement
Exhibit 11.2.3.H	Netherlands Asset Sale Agreement
Exhibit 11.2.7	GM and Delphi Seller Transition Services Agreement
Exhibit 11.3.2	Buyers Transition Services Agreement